

ENDOMINES FINLAND PLC

CHARTER OF THE SHAREHOLDERS' NOMINATION BOARD

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1. PURPOSE OF THE SHAREHOLDERS' NOMINATION BOARD

The Endomines Shareholders' Nomination Board (the "Nomination Board") is a body appointed by the Company's shareholders, responsible for preparing proposals for the Annual General Meeting ("AGM") and, if necessary, to an Extraordinary General Meeting, for the election and remuneration of the members of the Board of Directors. The Nomination Board consists of three members, two of whom must represent the largest shareholders and the third of whom must be the Chairman of the Board.

The main task of the Nomination Board is to ensure that the Board and its members have sufficient competence and experience to meet the needs of the Company, and to prepare well-founded proposals to the Annual General Meeting regarding the election and remuneration of Board members. In order to ensure sufficient expertise, the Nomination Board shall comply with applicable laws and regulations, such as the Corporate Governance Code for listed companies in Finland ("Corporate Governance Code"). In addition to the above, the Nomination Board shall take into account the independence requirements of the Corporate Governance Code and the rules of the Stock Exchange applicable to the Company.

Each shareholder of the Company may also submit their own proposal directly to the Annual General Meeting.

The Endomines AGM approves the rules of procedure of the Nomination Board, which regulate the nomination and composition of the Nomination Board and define the duties and responsibilities of the Nomination Board. Decisions on significant changes to the Rules of Procedure, such as changes to the number of members of the Nomination Board and to the selection criteria, shall be taken by the Annual General Meeting.

These Rules of Procedure set out the principles governing the appointment of the members of the Shareholders' Nomination Board, the composition, the duties, and responsibilities of the Nomination Board.

2. NOMINATION AND COMPOSITION OF THE MEMBERS OF THE NOMINATION BOARD

The Shareholders' Nomination Board consists of the representatives, appointed by the two shareholders holding the largest number of shares and votes on 31 August of each year (on the basis of the shareholders' register of the Company maintained by Euroclear Finland Ltd.), and the Chairman of the Board of Directors.

The two largest shareholders of the company are each entitled to appoint one member to the Nomination Board. In addition, the Chairman of the Board of Directors of the Company shall serve as an expert member of the Nomination Board. The Chairman of the Board of Directors shall not have a vote in the Nomination Board and shall not be counted in the quorum of the Nomination Board. The Company's treasury shares shall not be taken into account in determining the appointment right.

Should a shareholder not wish to use the appointment right, the next largest shareholder who would otherwise not have an appointment right becomes entitled to appoint a member to the Nomination Board. In case two or several shareholders hold an equal number of shares, and the representatives of such shareholders cannot be appointed to the Nomination Board as specified above, the decision on the appointing shareholder(s) shall be made by drawing lots.

If a shareholder who has distributed his/her holdings, e.g. into several funds or group companies and who is obliged to take these holdings into account when notifying changes in his or her holdings (a shareholder subject to a flagging obligation) under the Securities Market Act (746/2012, as amended), submits a written request to the Chairman of the Board of Directors of the Company no later than 31 August, such holdings will be taken into account when calculating the share of votes which determines the nomination right.

If a holder of nominee-registered shares wishes to use a right to nominate, he or she must submit a written request to the Chairman of the Company's Board of Directors no later than August 31 to have the shareholder taken into account in determining the appointment right and, if necessary, be prepared to submit a reliable statement of the number of shareholdings on August 31.

When appointing the Nomination Board, the Company is under no obligation to, at its own initiative, examine or consider nominee-registered holdings or holdings which have been aggregated in connection with flagging notifications. Such holdings will be taken into account in the appointment of the Nomination Board upon request made within the aforementioned time limit.

The Chairman of the Board of Directors of the Company convenes the first meeting of the Nomination Board and acts as a Chairman of the Nomination Board until the Nomination Board has elected a Chairman from among its members. Unless the Nomination Board decides otherwise, the representative of the largest shareholder shall be elected as Chairman of the Nomination Board. The Nomination Board convenes thereafter at the notice of the Chairman of the Nomination Board.

The company shall publish the composition of the Nomination Board and any changes in its composition in a stock exchange release.

A member designated by a shareholder must resign from the Nomination Board if the shareholder in question is no longer one of the ten largest shareholders in the Company, unless the other three nominated members of the Nomination Board unanimously decide otherwise. The Nomination Board must nominate a new member if the number of members with voting rights, falls below two during the term of office.

The right to nominate a member to replace a resigned member shall be offered to the shareholder who, on the settlement date, is the largest shareholder based on the Company's shareholders' ownership data in the shareholders' register, and who has not yet nominated a member to the Nomination Board. If such shareholder does not wish to use his/her appointment right, the next largest holder of shares who would otherwise not have an appointment right becomes entitled to appoint a member to the Nomination Board. The shareholder has the right to change his/her appointed representative in the middle of the term of office by informing the Chairman of the Nomination Board.

The Nomination Board shall be established for an indefinite period until the General Meeting decides otherwise. The term of office of the members of the Nomination Board ends annually after the new Nomination Board has been nominated.

3. DUTIES AND REMUNERATION OF THE NOMINATION BOARD

The role of the Nomination Board is to:

- a) to prepare a proposal to the General Meeting of Shareholders on the composition of the Board of Directors of the Company and the election of the members of the Board of Directors, the Chairman and the Vice-Chairman, if any;

- b) to prepare a proposal to the General Meeting on the remuneration and reimbursement of expenses of the members of the Board of Directors of the Company, in accordance with the Company's remuneration policy;
- c) to prepare a proposal to the General Meeting on the remuneration of the members of the Board Committees of the Company;
- d) to seek candidates to succeed the members of the Company's Board of Directors; and
- e) to participate in the development of the Company's Board Diversity Policy.

The Nomination Board shall submit its proposal to the Board of Directors of the Company no later than 6 weeks preceding the Annual General Meeting or Extraordinary General Meeting. The Nomination Board's proposal will be published together with the notice to the General Meeting. The members of the Board of Directors are elected at the Annual General Meeting for a term of office ending at the closing of the next Annual General Meeting. The Board of Directors elects a Chairman among its members.

The members of the Nomination Board shall not receive any remuneration for their membership of the Nomination Board. Travel expenses of members shall be reimbursed in accordance with the Company's travel policy.

4. DUTIES OF THE CHAIRMAN OF THE NOMINATION BOARD

The Chairman of the Nomination Board shall direct the work of the Nomination Board in such a way that the Nomination Board achieves its objectives and takes duly into account the expectations of the shareholders and the interests of the Company.

The Chairman of the Nomination Board:

- a) shall convene the meetings of the Nomination Board, prepare the agenda and other meeting materials, if any, and chair the meetings;
- b) ensure that the meetings scheduled for the Nomination Board are held in accordance with the agreed schedule; and
- c) shall convene extraordinary meetings of the Nomination Board when the duties of the Nomination Board so require.

5. DECISION-MAKING

The Nomination Board is not entitled to make decisions unless all members have been offered the opportunity to participate in the deliberation of the matter and to attend the meeting. The Nominations Board must make its decisions unanimously. If unanimity cannot be reached, the members may submit their own proposals to the Annual General Meeting.

All decisions of the Nomination Board shall be minuted and all minutes shall be dated, numbered and kept in an appropriate manner. The minutes shall be signed by the Chairman of the Nomination Board and at least one member of the Nomination Board.

6. PREPARATION OF THE PROPOSAL ON THE COMPOSITION OF THE BOARD OF DIRECTORS

The Nomination Board shall prepare a proposal concerning the composition of the Board of Directors to be submitted to the General Meeting. However, any shareholder of the Company may submit his/her own proposal directly to the General Meeting in accordance with the Companies Act (624/2006, as amended).

When planning the composition of the Board of Directors, the business needs and development phases of business, as well as the areas of expertise required by the Board of Directors and the Board committees must be considered. In preparing the composition of the Board of Directors, long-term needs and successor planning shall also be considered.

In preparing its proposal for the members of the Board, the Nomination Board will pay attention to the diversity of the future Board in line with Recommendation 9 of the Corporate Governance Code. The objective in selecting the Board members is to ensure that the Board as a whole supports the development of the Company's current and future business.

The assessment of the independence of the Board candidates is an integral part of the nomination process. The independence of each nominee is assessed annually against the independence requirements of the Corporate Governance Code. The majority of the Board members must be independent of the Company. At least two members of the Board who are independent of the Company must also be independent of the significant shareholders of the Company.

In addition, the Nomination Board carries out an annual overall assessment of the independence of a Board member who has served on the Board for more than 10 consecutive years.

Each member of the Board of Directors must provide the Board of Directors with sufficient information to assess his or her independence, notify it of any changes in the information affecting the assessment of his or her independence and present his or her own assessment of his or her independence. The Board assesses the independence of directors from the Company and significant shareholders on an annual basis and as appropriate.

7. QUALIFICATIONS OF BOARD MEMBERS

The Board of Directors of the Company must have sufficient expertise and, as a collective, must have sufficient knowledge and experience in matters reflecting company's operations, development stage and sustainability. The person elected to the Board of Directors must have the qualifications required for the post and be able to devote the time required to perform it.

The company has defined a policy on board diversity. Diversity reinforces the objective that the overall skills profile of the Board, as a whole, supports the development of the Company's current and future business and is seen as an essential element and success factor for achieving strategic objectives and continuous improvement of the business.

The diversity of Board of Directors is viewed from various perspectives. Complementary skills, education and experience in different professions and industries, in businesses at different stages of development and management, as well as the personal characteristics of the members are all relevant to the company. The Board's diversity is underpinned by experience of the international environment, relevant business sectors, knowledge of different cultures and an appreciation of age and gender diversity.

The company's long-term objective is to achieve a more balanced gender composition on the Board. To achieve this goal, the Nominations Board will endeavour to ensure that the process of selection and evaluation of new Board members includes representatives of both genders.

Both genders should always be represented on the Board and the Board considers it important that the minority gender should represent at least one third of the Board.

Diversity and progress towards achieving the objectives will be assessed in the Nominations Board's self-assessment dialogue.

8. CONFIDENTIALITY

The members of the Nomination Board and the shareholders they represent shall keep the information regarding the proposals to the General Meeting confidential until the Nomination Board has made the final proposals and said proposals have been published by the Company.

The confidentiality obligation of the members of the Nomination Board and of the shareholders they represent shall also cover other confidential information obtained in connection with the work of the Nomination Board. The obligation of confidentiality shall remain in force with regard to confidential information until it has been made public by the Company. The Chairman of the Nomination Board or the Chairman of the Board of Directors of the Company may, if he/she considers it necessary, propose to the Board of Directors of the Company that the Company should enter into separate non-disclosure agreements with the shareholders, or their representatives appointed to the Nomination Board.

9. AMENDING THE CHARTER

The Nomination Board shall review this Charter annually and, when necessary, the Nomination Board or the Company's Board of Directors shall propose possible amendments to the Annual General Meeting for adoption. The Nomination Board is authorised to make any necessary technical updates and changes to this Charter.